

RECORDATION NO. 27382-4 FILED

JUL 18 '09 -3 4 5 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

July 16, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Security Agreement Supplement No. 1-A, dated July 16, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement and Security Agreement Supplement No. 1 and related documents previously filed with the Board under Recordation Number 27382.

The names and addresses of the parties to the enclosed document are:

Collateral Agent: Deutsche Bank Trust Company Americas  
60 Wall Street, 26th Floor  
New York, NY 10005

Borrower: CIT Rail Leasing Trust I  
c/o Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee  
1100 North Market Street  
Rodney Square North  
Wilmington, DE 19890-0001

Anne K. Quinlan, Esq.  
July 16, 2009  
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A description of the railroad equipment covered by the enclosed document is:

48 railcars have been remarked and numbered CEFX 45906 and within the series CEFX 82994 - CEFX 83061, TCMX 450138 - TCMX 460018 and ATW 1688 - ATW 1731 (previously marked DJLX 96095, TKEN 20735, CITX 775203 - CITX 775208 and within the series NAHX 29705 - NAHX 29796, CEFX 75000 - CEFX 75167 and TKEN 1703 - TKEN 2769) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Security Agreement Supplement No. 1-A.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JUL 16 '09 -3 4 5 PM

## SECURITY AGREEMENT SUPPLEMENT No. 1-A SURFACE TRANSPORTATION BOARD

This Security Agreement Supplement No. 1-A, dated July 16, 2009 (this "Supplement"), between DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent under the Security Agreement ("Collateral Agent"), and CIT RAIL LEASING TRUST I, a Delaware statutory trust ("Borrower");

## WITNESSETH:

WHEREAS, Collateral Agent and Borrower have heretofore entered into that certain Security Agreement dated as of February 20, 2008, as supplemented by that certain Security Agreement Supplement No. 1 ("Security Agreement Supplement No. 1") and Security Agreement Supplement No. 2, each dated as of February 20, 2008 (collectively, the "Security Agreement"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto. The terms used herein are used with the meanings specified in the Security Agreement.

WHEREAS, the Borrower provided to the Agent and the Collateral Agent a statement identifying a change of the reporting marks and numbers to certain of the Portfolio Railcars bearing the old marks and numbers set forth on Schedule 2 hereto (the "Old Marks") with the new marks and numbers set forth opposite such Old Marks on Schedule 2 (the "New Marks").

WHEREAS, pursuant to the Security Agreement the Borrower is required to record such change of reporting marks and numbers with the STB and the Registrar General of Canada.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Collateral Agent and Borrower hereby agree as follows:

1. Security Agreement Supplement No. 1 and the Memorandum of Security Agreement and Security Agreement Supplement No. 1 referenced on Schedule 1 are hereby amended by deleting the Old Marks and inserting the New Marks in lieu thereof.

2. Borrower shall cause this Supplement to be recorded with the Surface Transportation Board and the Registrar General of Canada.

3. The parties hereto wish to show for public record this Supplement and accordingly have caused this Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

4. THIS SUPPLEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE MAXIMUM EXTENT PERMITTED BY LAW ALL OTHER CHOICE OF LAW AND CONFLICTS OF

LAW RULES).

5. This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

\* \* \*

IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

DEUTSCHE BANK TRUST COMPANY AMERICAS, as  
Collateral Agent

By: Irene Siegel  
Name: IRENE SIEGEL  
Title: VICE PRESIDENT  
By: Jenna Kaufman  
Name: JENNA KAUFMAN  
Title: DIRECTOR

STATE OF NY )  
COUNTY OF NY ) ss:

The foregoing Security Agreement Supplement No. 1-A was acknowledged before me, the undersigned  
Notary Public, in the County of New York this 16 day of July, 2009 by  
Irene Siegel as Vice President of DEUTSCHE BANK TRUST  
COMPANY AMERICAS.

Maria W. Lora  
Notary Public

My commission expires: 01/22/12

[Notarial Seal]



STATE OF NY }  
COUNTY OF NY } ss:

The foregoing Security Agreement Supplement No. 1-A was acknowledged before me, the undersigned

Notary Public, in the County of New York this 16 day of July, 2009 by  
Benna Kaufman as DIRECTOR of DEUTSCHE BANK TRUST  
COMPANY AMERICAS.

Maria W. Lusa  
Notary Public

My commission expires: 01-22-12

[Notarial Seal]



IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

CIT RAIL LEASING TRUST I  
as Borrower

By: Wilmington Trust Company, not in its individual capacity  
but solely as Owner Trustee under the Trust Agreement

By:   
Name: Anita Roselli Woolery  
Title: Assistant Vice President

STATE OF )  
 ) ss:  
COUNTY OF )

The foregoing Security Agreement Supplement No. 1-A was acknowledged before me, the undersigned

Notary Public, in the County of New Castle this 16<sup>th</sup> day of July, 2009 by

Anita Roselli Woolery  
Assistant Vice President of WILMINGTON TRUST  
COMPANY.

  
Notary Public

My commission expires: DIANNE M. BRUTON  
Notary Public - State of Delaware  
My Comm. Expires Nov. 27, 2011



## SCHEDULE 1

A Memorandum of Security Agreement and Security Agreement Supplement No. 1 dated as of February 20, 2008 was filed with (i) the Surface Transportation Board on February 20, 2008 at 8:00 a.m. under recordation number 27382, and (ii) the Registrar General of Canada on February 20, 2008 at 10:36 a.m. A Memorandum of Security Agreement and Security Agreement Supplement No. 2 dated as of February 20, 2008 was filed with (i) the Surface Transportation Board on February 20, 2008 at 8:30 a.m. under recordation number 27382-E, and (ii) the Registrar General of Canada on February 20, 2008 at 11:06 a.m.



## SCHEDULE 2

### CHANGE OF REPORTING MARKS AND NUMBERS

#### Old Marks & Numbers

NAHX	29773
NAHX	29705
NAHX	29706
NAHX	29714
NAHX	29715
NAHX	29774
NAHX	29780
NAHX	29719
NAHX	29723
NAHX	29788
NAHX	29731
NAHX	29793
NAHX	29796
NAHX	29739
NAHX	29747
NAHX	29748
NAHX	29749
NAHX	29750
NAHX	29751
NAHX	29752
NAHX	29755
NAHX	29763
NAHX	29768
NAHX	29769
CEFX	75000
CEFX	75004
CEFX	75011
CEFX	75012
CEFX	75050
CEFX	75063
CEFX	75071
CEFX	75167
CITX	775203
CITX	775204
CITX	775205
CITX	775206
CITX	775207
CITX	775208
DJLX	96095
TKEN	2757
TKEN	2769
TKEN	1703
TKEN	1712

#### New Marks & Numbers

CEFX	82994
CEFX	82997
CEFX	82998
CEFX	83006
CEFX	83007
CEFX	83008
CEFX	83009
CEFX	83011
CEFX	83015
CEFX	83021
CEFX	83023
CEFX	83025
CEFX	83030
CEFX	83031
CEFX	83039
CEFX	83040
CEFX	83041
CEFX	83042
CEFX	83043
CEFX	83044
CEFX	83047
CEFX	83055
CEFX	83060
CEFX	83061
TCMX	460012
TCMX	450138
TCMX	460013
TCMX	450142
TCMX	460015
TCMX	460016
TCMX	450166
TCMX	460018
TCMX	450173
TCMX	450174
TCMX	450175
TCMX	450176
TCMX	450177
TCMX	450178
CEFX	45906
ATW	1688
ATW	1693
ATW	1703
ATW	1712

TKEN	1717
TKEN	1722
TKEN	1724
TKEN	20735
TKEN	1731

ATW	1717
ATW	1722
ATW	1724
ATW	1730
ATW	1731

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/16/09



Robert W. Alvord